

**ITEL**

**Pullman**

October 2, 1989

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INTERSTATE COMMERCE COMMISSION

**IteI Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000  
(415) 781-1035 Fax

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

9-277A013

Re: Amendment No. 18 to Lease Agreement dated April 26, 1978,  
between IteI Rail Corporation and East Camden and Highland  
Railroad Company

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. section 11303(a), along with the \$15 recordation fee.

Please record this Amendment under the Lease Agreement dated April 26, 1978, between IteI Rail Corporation and East Camden and Highland Railroad Company, which was filed with the ICC on October 11, 1978, under Recordation No. 9756.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Lessor)  
55 Francsico Street  
San Francisco, California 94133

East Camden and Highland Railroad Company (Lessee)  
P. O. Box 3180  
East Camden, Arkansas 71701

This Amendment deletes from the Lease Agreement (i) Schedule No. 3.D which identifies ninety-eight (98) boxcars that were made part of a sublease agreement and Schedule No. 1.C which identifies one hundred ten (110) boxcars sixty (60) of which that were made part of a sublease agreement; and (ii) replaces Schedule No. 1.C. with Schedule No. 1.D which identifies fifty (50) boxcars.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*Patricia Schumacker*  
Patricia Schumacker  
Legal Assistant

AMENDMENT NO. 18

RECEIVED BY 9756  
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INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 18 (the "Amendment") to that certain Lease Agreement made as of April 26, 1978, as amended, (the "Agreement") between Itel Corporation, Rail Division and EAST CAMDEN AND HIGHLAND RAILROAD COMPANY ("Lessee") is made as of this 13th day of September, 1989, by and between ITEL RAIL CORPORATION, as successor in interest to Itel Corporation, Rail Division ("Itel Rail") and Lessee.

RECITALS:

- A. Itel Rail and Lessee are parties to the Agreement, pursuant to which three hundred twenty (320) boxcars bearing reporting marks from within the series EACH 2001-4150 (n.s.) (the "Cars") have been leased and delivered by Itel Rail to Lessee.
- B. Pursuant to the termination notice dated April 3, 1987, sixty (60) Cars bearing reporting marks from within the series EACH 2001-2200 were terminated from the Agreement.
- C. Through the termination notice dated January 11, 1988, Lessor terminated from the Agreement one hundred (100) Cars bearing reporting marks from within the series EACH 4001-4150.
- D. Fifty (50) Cars from within the series EACH 2001-2161 have been remarked to the reporting marks HS 70101-70150 pursuant to the Sublease Agreement dated March 26, 1985, between Lessee as Sublessor and Hartford and Slocomb Railroad Company as Sublessee, and remain subject to the Agreement as amended by Amendment No. 12 dated March 26, 1985.
- E. Lessor desires to terminate from the Agreement effective as of July 1, 1989, the ninety-eight (98) Cars subleased by Lessee to Green Bay and Western Railroad Company ("GBW") and lease such Cars directly to GBW according to the terms of the two sublease agreements dated October 21, 1981, and October 6, 1983, between Lessee and GBW.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties amend the Agreement as follows:

- 1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
- 2. Effective upon the full execution of this Amendment, Equipment Schedule No. 1.C. which describes one hundred ten (110) Cars shall be deleted in its entirety, and replaced by Equipment Schedule No. 1.D. which describes fifty (50) Cars bearing reporting marks from within the series EACH 2001-2161.
- 3. Effective July 1, 1989, Equipment Schedule No. 3.D. which describes ninety-eight (98) Cars shall be deleted in its entirety.

4. Effective upon the full execution of this Amendment, Equipment Schedule No. 8.F. which describes one hundred twelve (112) Cars shall be deleted in its entirety and replaced by Equipment Schedule No. 8.G. attached hereto, which describes twelve (12) Cars.
5. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all of the Cars subject to the Agreement.
6. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

EAST CAMDEN AND HIGHLAND RAILROAD  
COMPANY

By: DP Hughes

By: Ray E. Lechert

Title: President and Chief Executive Officer

Title: President

Date: September 13, 1989

Date: 9/11/89

STATE OF CALIFORNIA       )  
  ) ss:  
COUNTY OF SAN FRANCISCO )

On this 13th day of September, 1989, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President and Chief Executive Officer of Itel Rail Corporation, that the foregoing Amendment No. 18 to Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Lissa  
Notary Public



STATE OF ARKANSAS )  
  ) ss:  
COUNTY OF CALHOUN )

On this 11th day of September, 1989, before me personally appeared Roy E. Ledbetter, to me personally known, who being by me duly sworn says that such person is President of East Camden and Highland Railroad Company, that the foregoing Amendment No. 18 to Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public  
My Commission Expires June 18, 1995

## EQUIPMENT SCHEDULE NO. 1.D.

ITEL RAIL CORPORATION hereby leases the following Cars to EAST CAMDEN AND HIGHLAND RAILROAD COMPANY subject to the terms and conditions of that certain Lease Agreement dated as of April 26, 1978.

A.A.R. Mech. Desig.	Description	Numbers	<u>Dimensions</u>			
			Length	Inside Width	Height	Doors Width
XM	50' General Purpose Boxcar, 70-ton, Plate C, End of Car Cushioning, Nailable Steel Floors	EACH 2001-2003, 2005, 2007, 2012, 2020, 2026, 2030, 2031, 2033-2035, 2038, 2040, 2042, 2043, 2048, 2051, 2058, 2062, 2067, 2070, 2076, 2082, 2084, 2087, 2089, 2097-2099, 2109, 2113, 2116, 2119, 2123, 2127, 2129, 2132, 2136, 2141, 2143, 2147, 2153, 2155, 2156, 2158-2161	50'6"	9'6"	11'1"	10' Sliding

This Equipment Schedule replaces Equipment Schedule No. 1.C. to the Agreement which was executed as of August 28, 1987. These fifty (50) Cars currently bear the reporting marks HS 70101 pursuant to the Sublease Agreement dated March 26, 1985 between Lessee ("Sublessor") and Highland and Slocomb Railroad Company ("Sublessee").

ITEL RAIL CORPORATION

EAST CAMDEN AND HIGHLAND RAILROAD COMPANY

By: DP HughesBy: Ray E. LaBetteTitle: President and Chief Executive OfficerTitle: PresidentDate: September 13, 1989Date: 9/11/89

## EQUIPMENT SCHEDULE NO. 8.G.

ITEL RAIL CORPORATION hereby leases the following Cars to EAST CAMDEN AND HIGHLAND RAILROAD COMPANY subject to the terms and conditions of that certain Lease Agreement dated as of April 26, 1978.

A.A.R. Mech. Desig.	Description	Numbers	<u>Dimensions</u>			
			Length	Inside Width	Height	Doors Width
XP	60' General Purpose Boxcar, Plate C, End of Car Cushioning, Nailable Steel Floors, 100-Ton Trucks	EACH 4010, 4021, 4022, 4088	60'10"	9'6"	11'0"	1 2' Plug
XM	60' General Purpose Boxcar, End of Car Cushioning, Nailable Steel Floors, 100-ton Trucks	EACH 4103, 4113-4115, 4120, 4124, 4131, 4148	60'10"	9'6"	11'0"	1 2' Plug

This Equipment Schedule replaces Equipment Schedule No. 8.F. to the Agreement which was executed of August 28, 1987.

ITEL RAIL CORPORATION

EAST CAMDEN AND HIGHLAND RAILROAD  
COMPANYBy: [Signature]By: [Signature]Title: President and Chief Executive OfficerTitle: PresidentDate: September 13, 1989Date: 9/11/89

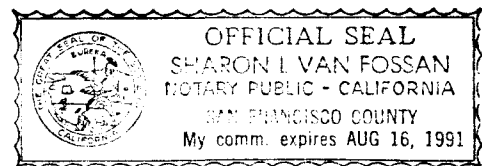
)

) SS:

)

On this 13th day of September, 1989, before me personally appeared Durmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President and Chief Executive Officer of ITEL Rail Corporation, that the foregoing Equipment Schedules No. 1.D. and 8.G. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Tressen  
Notary Public



STATE OF ARKANSAS )  
 ) ss:  
COUNTY OF CALHOUN )

On this 11th day of September, 1989, before me personally appeared Roy E. Ledbetter, to me personally known, who being by me duly sworn says that such person is President of East Camden and Highland Railroad Company that the foregoing Equipment Schedules No. 1.D. and 8.G. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Melba J. Turner  
Notary Public

My Commission Expires June 18, 1995